



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 699

SEPTEMBER 11, 2013

Minutes of a meeting of the New York State Thruway Authority, held in the Board Room at the New NY Bridge Project Office, 303 South Broadway, Tarrytown, New York; as well as via video conference from the Buffalo Division Conference Room, 455 Cayuga Road, Cheektowaga, New York.

The meetings of the New York State Thruway Authority and Canal Corporation Boards opened in joint session for the consideration of various matters. These minutes reflect only those items considered by the New York State Thruway Authority Board. The meeting began at 3:53 p.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson, via video conference

J. Donald Rice, Jr., Board Member

Brandon R. Sall, Board Member,

Richard N. Simberg, Board Member

E. Virgil Conway, Board Member

Constituting a majority of the members of the Thruway Authority Board.

Jose-Holguin-Veras, Ph.D. participated in the meeting via video conference but did not vote on any of the Items.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director

John Bryan, Chief Financial Officer and Treasurer

William Estes, General Counsel

Jerry Yomoah, Board Administrator

Jonathan Ehrlich, Special Assistant to the Chairman

Scott Hollis, Information Technology Specialist III

Sergeant John Antonelli, Troop T

Michael Shamma, Acting Chief Engineer

Daniel Weiller, Director, Office of Media Relations and Communications

Ted Nadratowski, Interim Director, Maintenance and Operations

John Barr, Director, Administrative Services

Stephen Grabowski, NY Division Director

Peter Sanderson, Project Director, New NY Bridge

Harry Lennon, Acting Director of Audit & Management Services

Brian Stratton, Director, Canal Corporation

William McDonough, Investment Officer

Also in attendance:

Karen Rae, Deputy Secretary for Transportation, Governor's Office

Janet Ho, Assistant Deputy Secretary for Transportation, Governor's Office

Doron Bar-Levav, NYSTA Bond Counsel, Harris Beach, PLLC

Karen Wilson, CSEA Local President

Herb Hardwick, Attorney, Hardwick Law Firm, LLC

Alex Saunders, Member of the Public

Murray Bodin, Member of the Public

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (00:53:32)

Mr. Yomoah recorded the minutes as contained herein (public notice of the meeting had been given).

Item 1 by Mr. Yomoah (Appendix A)
Approval of Minutes of Meeting No. 698 (00:53:32)

At the recommendation of Ms. Luh, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. 698 held on June 14, 2013, which were made available to the Board Members as part of the Agenda.

Item 2 by the Mr. Nadratowski and Mr. Shamma (Appendix B)
Authorizing an Amendment to the 2013 Thruway Contracts Program for I102.2, Construction of New Facilities for All Electronic Toll Collection at Yonkers and Harriman Toll Barriers, and Allocating Funds Therefor (00:53:43)

The Item was advanced to the Board at the recommendation of the Major Projects Committee.

At the recommendation of Mr. Sall, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION No. 5961

**AUTHORIZING AN AMENDMENT TO THE 2013
CONTRACTS PROGRAM FOR I102.2 AND I102.3,
CONSTRUCTION OF NEW FACILITIES FOR ALL
ELECTRONIC TOLL COLLECTION AT THE
YONKERS AND HARRIMAN TOLL BARRIERS, AND
ALLOCATING FUNDS THEREFOR**

RESOLVED, that the 2013 Contracts Program be amended in order to progress I102.2 and I102.3,

construction of new facilities for all electronic toll collection at the Yonkers and Harriman Toll Barriers, be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute engineering agreement D214257 with Ammann & Whitney Consulting Engineers, P.C., 411 Theodore Fremd Avenue, Suite 301 South, Rye, New York 10580, for construction inspection services, with the Maximum Amount Payable of \$2,000,000, and be it further

RESOLVED, that the 2013 Contracts Program be amended to account for the additional \$23,500,000 (for construction and construction inspection) in Thruway Capital funds, and the same hereby is, allocated towards I102.2 and I102.3 from bid savings and other adjustments made to the 2013 Contracts Program, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreement, manage and administer the agreement, amend the provisions of the agreement consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further

RESOLVED, that information relating to agreement D214257 be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of the agreement, and be it further

RESOLVED, that the Executive Director or his designee shall have the authority to exercise all powers reserved to the Authority under the provisions of the contract, manage and administer the contract, amend the provisions of the contract consistent with the terms of this Item and other Board authorizations and suspend or terminate the contract in the best interests of the Authority, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 3 by Mr. Bryan (Appendix C)
Financial Reports for May, June and July 2013 (00:54:00)

This Item was advanced to the Board at the recommendation of the Finance Committee.

On the motion of Mr. Conway, seconded by Ms. Luh, without any objections, the Board accepted the Financial Reports for May, June and July 2013.

Item 4 by Mr. Bryan (Appendix D)
Investment Transactions for the Second Quarter of 2013 (00:54:00)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board accepted the Report on Investment Transactions for the Second Quarter of 2013.

Item 5 by Mr. Bryan (Appendix E)
Authorizing the Execution of Such Agreements, One or More Escrow Deposit Agreements and any Additional Documents Deemed Necessary or Desirable in Connection with the Issuance of One or More Series of State of New York Urban Development Corporation Personal Income Tax Revenue Bonds (00:54:00)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5962
AUTHORIZING THE EXECUTION OF SUCH AGREEMENTS, ONE OR MORE ESCROW DEPOSIT AGREEMENTS AND ANY ADDITIONAL DOCUMENTS DEEMED NECESSARY OR DESIRABLE IN CONNECTION WITH THE ISSUANCE OF ONE OR MORE SERIES OF NEW YORK STATE URBAN DEVELOPMENT CORPORATION NEW YORK STATE PERSONAL INCOME TAX REVENUE BONDS

RESOLVED, that an Authorized Officer is authorized to execute any agreements, including but not limited to one or more escrow deposit agreements, or other documents necessary or desirable to facilitate the sale of the Series 2013 or Series 2014 Refunding Bonds issued by the New York State Urban Development Corporation to refund outstanding Second General Highway and Bridge Trust Fund (“Trust Fund”) Bonds and New York State Personal Income Tax Revenue (Transportation) Bonds, such other agreements and documents to be consistent with existing statutes, policies, procedures and other existing obligations and covenants, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 6 by Mr. Estes (Appendix F)
Approval of the Statewide Equal Employment Complaint Investigation Process (00:54:00)

This Item was advanced to the Board at the recommendation of the Governance Committee.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5963
APPROVAL OF THE STATEWIDE EQUAL
EMPLOYMENT COMPLAINT INVESTIGATION
PROCESSES

RESOLVED, that the Equal Employment Investigatory Processes, attached hereto as Exhibit 1, be, and the same hereby are approved, and be it further

RESOLVED, that the Executive Director, or his designee(s), is/are authorized to incorporate modifications to the processes in response to any updates that may be provided by the Governor's Office or the Governor's Office of Employee Relations, and be it further

RESOLVED, that the Executive Director, or his designee(s), is/are authorized to take all actions necessary to implement the processes, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 7 by Mr. Mr. Bryan (Appendix G)

Approval of the Negotiation and Execution of an Agreement with Rose & Kiernan, Inc. to Provide Health Insurance Brokerage Services (00:54:00)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5964
**AUTHORIZING THE NEGOTIATION AND
EXECUTION OF AN AGREEMENT WITH ROSE &
KIERNAN, INC. TO PROVIDE HEALTH
INSURANCE BROKERAGE SERVICES**

RESOLVED, that the Board authorizes the Executive Director or his designee to negotiate and execute an agreement with Rose & Kiernan, Inc. to provide Health Insurance Brokerage Services for a five year period at a total contract cap not to exceed \$650,000, and be it further

RESOLVED, that the Executive Director or his designee shall have the authority to exercise all powers reserved to the Authority under the provisions of the Agreement, manage and administer the Agreement, amend the provisions of the Agreement consistent with the terms of this item, and other Board authorizations, and suspend or terminate the Agreement in the best interests of the Authority, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 8 by Mr. Bryan (Appendix H)

Amending and Restating the Fourteenth Supplemental Bond Resolution, Authorizing the Issuance of General Revenue Bonds, Series J, Approving the Resolution for General Revenue Bond Anticipation Notes, Series 2013B, Approving the Forms of Certain Related Documents and Authorizing the Execution of Any Other Necessary Documents Related Thereto (00:54:00)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO.5965
**AMENDING AND RESTATING THE FOURTEENTH
SUPPLEMENTAL BOND RESOLUTION,
AUTHORIZING THE ISSUANCE OF GENERAL
REVENUE BONDS, SERIES J, APPROVING THE
RESOLUTION FOR GENERAL REVENUE BOND
ANTICIPATION NOTES, SERIES 2013B,
APPROVING THE FORMS OF CERTAIN RELATED
DOCUMENTS AND AUTHORIZING THE
EXECUTION OF ANY OTHER NECESSARY
DOCUMENTS RELATED THERETO**

RESOLVED, in accordance with the New York State Thruway Act, Title 9 of Article 2 of the New York State Public Authorities Law, as amended (the “Act”), the Authority is authorized to issue its bonds, in such principal amount as, in the opinion of the Authority, shall be necessary to provide sufficient moneys for achieving the corporate purposes of the Authority, and be it further

RESOLVED, that the Act authorizes the Authority to adopt bond and note resolutions establishing the contract with its bond and note holders, and be it further

RESOLVED, that there has been approved by the Board, on August 3, 1992, a General Revenue Bond Resolution (as amended and supplemented, the “Resolution”) which, consistent with the Act, authorizes bonds of the Authority, designated as “General Revenue Bonds”, as direct and general obligations of the Authority in accordance with the terms thereof to finance all or a portion of the costs of various corporate purposes of the Authority, and be it further

RESOLVED, that Section 202 of the Resolution requires that the issuance of General Revenue Bonds by the Authority shall be authorized by a supplemental resolution or resolutions of the Authority adopted at or prior to the time of issuance, and be it further

RESOLVED, that Section 207 of the Resolution provides that whenever the Authority shall by Supplemental Resolution have authorized the issuance of a Series of Bonds, the Authority may by resolution authorize the issuance of Bond Anticipation Notes in anticipation of the issuance of the Series of Bonds, in a principal amount not exceeding the principal amount of the Bonds of such series so authorized, and be it further

RESOLVED, that there has been prepared and submitted to the Board an amended and restated form of a Fourteenth Supplemental Revenue Bond Resolution Authorizing General Revenue Bonds, Series J (the “Series J Supplemental Resolution”), authorizing the issuance of up to \$775,000,000 of Series J Bonds to provide sufficient funds, to (i) pay the principal of and interest on General Revenue Bond Anticipation Notes, Series 2013B (“Series 2013B Notes”) and costs related thereto (unless, in its sole discretion, the Authority elects to pay all or a portion of the Series 2013B Notes from other available monies of the Authority, including but not limited to all or a portion of the proceeds of a Transportation Infrastructure Financing and Innovation Act (“TIFIA”) loan; (ii) pay Costs of Issuance relating to the Series J Bonds; and, (iii) if necessary, to make a deposit to the Senior Debt Service Reserve Fund equal to the Senior Debt Service Reserve Fund Requirement, upon the issuance of the Series J Bonds, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of Resolution (the “Series 2013B Note Resolution”) authorizing up to \$700,000,000 Series 2013B Notes to provide sufficient funds to (i) fund Bridge Project costs in the short term, (ii) pay the Costs of Issuance relating to the Series 2013B Notes, and (iii) to provide sufficient funds, to pay the principal and interest due at maturity of the Authority’s General Revenue Bond Anticipation Notes, Series 2013A (the “Series 2013A Notes”), and be it further

RESOLVED, that pursuant to the Resolution and the Series J Supplemental Resolution, the Authority authorizes the issuance of its General Revenue Bonds, Series J (the “Series J Bonds”), and be it further

RESOLVED, that pursuant to the Series 2013B Notes Resolution and in accordance with Section 207 of the Resolution, the Authority authorizes the issuance of Series 2013B Notes and to privately place such Series 2013B Notes with the purchaser thereof pursuant to a Series 2013B Note Placement Agreement, the form of which Series 2013B Note Placement Agreement has been set before the Board, and be it further

RESOLVED, that the Board approves the amended and restated form of the Series J Supplemental Resolution as submitted with this item and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer (as defined in the Resolution) to approve and execute such changes to the Series J Supplemental Resolution as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board approves the form of the Series 2013B Note Resolution as submitted with this item and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes to the Series 2013B Note Resolution as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board approves the Series 2013B Note Placement Agreement in substantially the form submitted with this item and made a part of this resolution as though set forth in full herein, in the manner set forth in Section 301 of the Series 2013B Note Resolution and authorizes an Authorized Officer to execute and deliver such Series 2013B Note Placement Agreement and to approve and execute such changes to such Series 2013B Note Placement Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that prior to applying the proceeds of the Series 2013B Notes to any Facility (as defined in the Resolution), the Authority, with respect to such Facility, shall have complied with any applicable requirements of the State Environmental Quality Review Act (Article 8 of the Environmental Conservation Law) and any other applicable environmental laws or regulations, and be it further

RESOLVED, that, in advance of the receipt of a TIFIA loan, the Authority intends to refinance all of the outstanding \$500,000,000 of Series 2013A Notes, and to finance, on an interim basis with the proceeds of the Series 2013B Notes, up to \$200,000,000 of continuing

Bridge Project costs, which are reasonably expected to be paid or reimbursed with the proceeds of debt to be incurred by the Authority, or, to the extent possible, other available monies of the Authority, including but not limited to all or a portion of the proceeds of the TIFIA loan, and be it further

RESOLVED, that the Board confirms and ratifies the continuation and selection of The Bank of New York Mellon, New York, New York as Trustee and Paying Agent, and be it further

RESOLVED, that an Authorized Officer is authorized to make any determinations or selections and/or appointments of any necessary or convenient consultants or agents and to execute any additional certificates, agreements or other documents necessary to facilitate the authorization, sale, issuance and delivery of the Series 2013B Notes and the Series J Bonds and to achieve the other purposes of this Resolution, including but not limited to agreements with securities depositories and documents relating to credit enhancement, and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by this Resolution, and be it further

RESOLVED, that the Board authorizes the sale of the Series 2013B Notes on a private placement basis and further authorizes an Authorized Officer to select the Purchaser of the Series 2013B Notes offering the most favorable terms to the Authority consistent with the parameters contained in the Series 2013B Note Resolution, as determined by such Authorized Officer's in his or her reasonable judgment, and be it further

RESOLVED, that this resolution be incorporated
in the minutes of this meeting

Item 9 by Mr. Estes (Appendix I)
Approval of Updated Finance, Audit, Major Projects and Governance
Committee Charters (00:54:00)

The Charters were advanced to the Board at the recommendation of the
Finance, Audit, Major Projects and Governance Committees.

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without
any objections, the Board unanimously adopted the following resolutions:

RESOLUTION NO. 5966
ADOPTING A REVISED FINANCE COMMITTEE
CHARTER

RESOLVED, that the revised Finance Committee
Charter, attached hereto as Exhibit B, be, and hereby is
adopted, replacing all prior Finance Committee Charters,
and be it further

RESOLVED, that this resolution be incorporated
in the minutes of this meeting

RESOLUTION NO. 5967
ADOPTING A REVISED AUDIT COMMITTEE
CHARTER

RESOLVED, that the revised Audit Committee
Charter, attached hereto as Exhibit B, be, and hereby is
adopted, replacing all prior Audit Committee Charters, and
be it further

RESOLVED, that this resolution be incorporated in
the minutes of this meeting

RESOLUTION NO. 5968
**ADOPTING A REVISED MAJOR PROJECTS
COMMITTEE CHARTER**

RESOLVED, that the revised Major Projects Committee Charter, attached hereto as Exhibit B, be, and hereby is adopted, replacing all prior Major Projects Committee Charters, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

RESOLUTION NO. 5969
**ADOPTING A REVISED GOVERNANCE
COMMITTEE CHARTER**

RESOLVED, that the revised Governance Committee Charter, attached hereto as Exhibit B, be, and hereby is adopted, replacing all prior Governance Committee Charters, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 10 by Mr. Madison (Appendix J)
Approved Report on Procurement Contracts and Other Agreements Up to \$150,000 Executed by the Executive Director during the Period April 1, 2013 through June 30, 2013 (00:54:20)

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously accepted the report on Contracts and other Agreements Up to \$150,000 Executed by the Executive Director during the period April 1, 2013 through June 30, 2013.

Item 11 by Mr. Shamma (Appendix K)
Report on the 2013 Capital Program (00:58:58)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's report was distributed to Board Members and a copy is

maintained in the Authority's records along with details of the Board Members' discussion included in the video recording of the meeting.

After full discussion, the Board accepted the monthly status reports on the Thruway Authority and Canal Corporation's 2013 Capital Program.

Item 12 by Mr. Estes (Appendix L)

Authorizing a Contract with Joseph Bress to Assist in Negotiation of Authority Labor Agreements and a Related Reimbursement to The New York State Division of Budget (01:00:45)

An extensive discussion of the contract agreement with Joseph Bress was undertaken by members of the Board. The details and dialogue of Mr. Estes and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

Whereafter, upon motion duly made and seconded, members of the Board unanimously adopted the following resolution:

RESOLUTION NO. 5970
AUTHORIZING A CONTRACT WITH JOSEPH BRESS TO ASSIST IN NEGOTIATION OF AUTHORITY LABOR AGREEMENTS AND A RELATED REIMBURSEMENT TO THE NEW YORK STATE DIVISION OF BUDGET

RESOLVED, that an agreement with Joseph M. Bress on the terms and conditions contained in the agenda item, and such other terms and conditions as may be determined by the Executive Director, or his designee, and the General Counsel to be in the Authority's/Corporation's best interests be, and hereby is, authorized, and be it further

RESOLVED, that the competitive procedures required by the Thruway Authority/Canal Corporation

Procurement Contracts Policies be, and hereby are, waived, and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to execute an agreement with Mr. Joseph M. Bress and to take all such actions as may be necessary to effectuate such agreement, including execution of any and all documents relating thereto, and be it further

RESOLVED, that such agreement shall include such indemnification and defense language as may be determined by the Authority's/Corporation's Executive Director and General Counsel to be in the best interests of the Authority/Corporation, and be it further

RESOLVED, that the Executive Director, or his designee, shall have the authority to exercise all powers reserved to the Authority/Corporation under the contract with Mr. Bress; manage and administer such contract; amend the provisions of the contract consistent with the terms of this item and other Board authorizations; and suspend or terminate the contract as may be in the best interests of the Authority/Corporation, and be it further

RESOLVED, that reimbursement to the Division of Budget for services rendered to date by Mr. Bress, be, and hereby is, authorized, and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to take all such actions as may be necessary to accomplish reimbursement, including, but not limited, to, execution of such documents as may be necessary, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 13 by Mr. Nadratowski (Appendix M)
Authorizing the Executive Director to Execute an Agreement with the New York State Office of Parks, Recreation and Historic Preservation to Establish E-Zpass Plus Services at Various Parking Facilities Owned and Operated by the New York State Office of Parks, Recreation and Historic Preservation (01:04:16)

Mr. Nadratowski presented to the Board the proposed agreement with New York State Office of Parks, Recreation and Historic Preservation. The details and dialogue of Mr. Nadratowski and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

At the recommendation of Mr. Sall, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5971
AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN AGREEMENT WITH ROSE & KIERNAN, INC. TO PROVIDE HEALTH INSURANCE BROKERAGE SERVICES

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an Agreement with the New York State Office of Parks, Recreation and Historic Preservation (OPRHP) to establish E-ZPass Plus services at various parking facilities owned and operated by the OPRHP, upon such terms and conditions as are consistent with this item, and upon such other terms and conditions as the Executive Director, in consultation with the General Counsel, determines to be in the best interests of the Authority, and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute changes to such Agreement, which the Executive Director, in consultation with the General Counsel, determines to be necessary or convenient

to effectuate the purposes of the Agreement without materially altering the terms thereof and to be in the best interests of the Authority, and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute any additional agreements with the OPRHP which the Executive Director, in consultation with the General Counsel, determines to be necessary or convenient to effectuate any aspect of the underlying Agreement and to be in the best interests of the Authority, and be it further

RESOLVED, that the Executive Director shall have the authority to exercise all powers reserved to the Authority under the provisions of the Agreement, manage and administer the Agreement, amend the provisions of the Agreement consistent with the terms of this item and other Board authorizations and suspend or terminate the Agreement in the best interests of the Authority, and be it further

RESOLVED, that this resolution be incorporated in full in the minutes of this meeting

Item 14 by Mr. Bryan (Appendix N)
Authorizing the Conveyance of Real Property Reference No. 380 to Madison County Industrial Development Agency (01:11:09)

A discussion of the conveyance of real property reference No. 380 to Madison County Industrial Development Agency was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

Whereupon motion duly made, seconded, the Board unanimously adopted:

RESOLUTION NO. 5972

Authorizing the Conveyance of Real Property Reference No. 380 to Madison County Industrial Development Agency

RESOLVED, that the Authority Board hereby authorizes Real Property Reference No. 380 (“Property”), as described in section 4, subd. 1 of chapter 254 of the New York session laws of 2013 (“Special Legislation”), to be conveyed, in fee-simple, to Madison County Industrial Development Agency (“MCIDA”) forthwith, and be it further

RESOLVED, that the conveyance of the Property to MCIDA via a quit-claim instrument for consideration in the amount of one dollar (\$1.00), payment of which is hereby waived based upon information contained in this agenda item, be, and the same hereby is, approved, subject to such other terms as may be determined by the Executive Director, the Chief Engineer, the Chief Operating and Financial Officer, and the General Counsel to be in the best interest of the Authority, and that are consistent with the substance and intent of the agenda item, and be it further

RESOLVED, that the Authority’s Contracting Officer determined that the conveyance of the Property, inasmuch as it is authorized by the Special Legislation, is not subject to the provisions of Public Authorities Law article 9, title 5-A or the Thruway Real Property Management Policy, and be it further

RESOLVED, that the recommendation regarding the environmental significance of this Board action (hereinafter the “Recommendation”), pursuant to the State Environmental Quality Review Act (“SEQRA”), be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer, or his designee, be, and the same hereby is, authorized to execute the SEQRA Short Environmental Assessment Form and Negative Declaration in accordance with the Recommendation, and to distribute any required documents on behalf of the Board relative to such adoption, and be it further

RESOLVED, that the Executive Director, or his designee be, and the same hereby is, authorized to execute all documents necessary to effectuate the conveyance of the Property, and be it further

RESOLVED, that the Executive Director, the Chief Engineer, the Chief Operating and Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all steps necessary to implement this Board action, and be it further

RESOLVED, that this resolution be incorporated into the minutes of this meeting

PUBLIC COMMENT PERIOD

There were two public speakers who did not address items specific to the Authority agenda. Please refer to the video recording of the meeting for the content of the speaker's statements.

Murray Bodin, public (1:11:28)

Alex Saunders, public (1:15:16)

ADJOURNMENT (01:21:00)

There being no further business, the meeting was adjourned, without any objections, on the motion of Mr. Conway, seconded by Ms. Luh, the meeting was adjourned.

Jerry B. Yomoah
Board Administrator

Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.